

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

15771-B
RECORDED 15 MAR 1992

March 2, 1992

MAR 9 - 1992 - 10 15 AM

2-069A002 INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordation
Interstate Commerce Commission
Room 2303
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

MAR 9 1992
RECORDED
15771-B

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of a Memorandum of Loading Agreement dated as of May 16, 1988 with Rider No. 4 dated as of February 3, 1992, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Loading Agreement dated as of May 16, 1988 which was duly filed and recorded on August 9, 1988 and assigned Recordation Number 15771.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: MidSouth Rail Corporation
111 East Capitol
Jackson, Mississippi 39201-2118

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) 73-foot, 100-ton center partition flatcars marked and numbered WCRC 2050 through WCRC 2069, inclusive.

Ms. Mildred Lee
March 2, 1992
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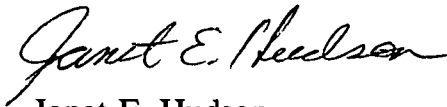
Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Loading Agreement dated as of May 16, 1988 with Rider No. 4 dated as of February 3, 1992 between Greenbrier Leasing Corporation, Lessor, and MidSouth Rail Corporation, Lessee, covering twenty (20) 73-foot, 100-ton center partition flatcars marked and numbered WCRC 2050 through WCRC 2069, inclusive.

Sincerely,

A handwritten signature in cursive script, appearing to read "Janet E. Hudson".

Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission

Washington, D.C. 20423

3/9/92

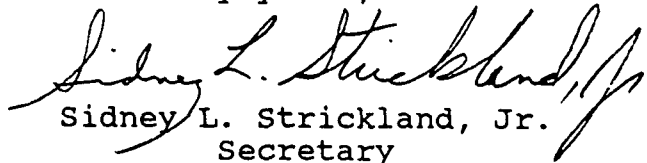
OFFICE OF THE SECRETARY

Janet Hudson
Administrative Assistant
The Greenbrier Companies
One Centerpointe Drive Ste. 200
Lake Oswego, Oregon 97035

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/9/92 at 10:1⁵AM, and assigned recordation number(s). 15771-B.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

15771-B
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MAR 9 - 1992 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LOADING AGREEMENT
BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
MIDSOUTH RAIL CORPORATION ("LESSEE")

MAY 16, 1988

RIDER NO. 4 DATED AS OF FEBRUARY 3, 1992

Memorandum of a Loading Agreement made and entered into as of May 16, 1988 with Rider No. 4 dated as of February 3, 1992 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and MidSouth Rail Corporation, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty (20) 73-foot, 100-ton center partition flatcars marked and numbered WCRC 2050 through WCRC 2069, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By:

Norris M. Webb, V.P.

MIDSOUTH RAIL CORPORATION

By:

[Signature]

STATE OF OREGON

COUNTY OF CLACKAMAS

)
) ss.
)

On this 28th day of February, 1992, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Nielsen
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF MISSISSIPPI

COUNTY OF Hinds

)
) ss.
)

On this 20th day of February, 1992, before me personally appeared Timothy J. Legler, to me personally known, who being by me duly sworn, says that he is the VP & CMO of MIDSOUTH RAIL CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Donna R May
NOTARY PUBLIC

My commission expires:

My Commission Expires May 9, 1992

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